



2-195A004

**GE Transportation
Systems**

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

July 9, 1992

VIA FEDERAL EXPRESS

REGISTRATION NO. **17405** **G**
FILED 1425

JUL 13 1992 10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

**Subject: Recordation of Memorandum of
Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of June 24, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

JUL 13 10 40 AM '92
MOTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of June 24, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 36 General Electric Diesel Electric Locomotives, bearing Road Nos. 8015, 8021, 8023, 8025, 8032, 8053, 8056, 8058, 8066, 8072, 8077, 8078, 8079, 8084, 8095, 8123, 8124, 8125, 8126, 8129, 8130, 8131, 8132, 8133, 8134, 8135, 8136, 8137, 8138, 8145, 8146, 8147, 8148, 8149, 8150, 8151

Respectfully submitted,



Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric	36	8015
Diesel Electric		8021
Locomotives		8023
		8025
		8032
		8053
		8056
		8058
		8066
		8072
		8077-8079
		8084
		8095
		8123-8126
		8129-8138
		8145-8151

Interstate Commerce Commission

Washington, D.C. 20423

8/13/92

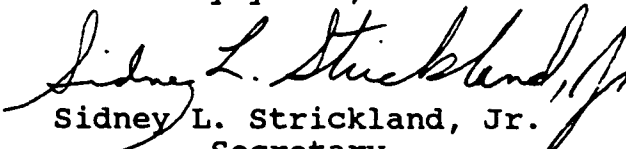
OFFICE OF THE SECRETARY

Dennis C. Taylor
GE Transportation Systems
2901 East Lake Road
Erie, PA. 16531

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/92 at 10:55AM, and assigned recordation number(s). 17405-G and 17405-H.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

JUL 15 1992 10 55 AM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

On the 24th day of June, 1992, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 92-4, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992 at 2:20 P.M. under I.C.C. file/index number 17405-E.

Locomotive Lease Schedule Number SP 92-4

<u>Road Number</u>	<u>Model</u>
8015	8056
8021	8058
8023	8066
8025	8072
8032	8084
8053	8095
8077-8079	Inclusive
8123-8126	Inclusive
8129-8138	Inclusive
8145-8151	Inclusive

GENERAL ELECTRIC COMPANY

By: Dennis C. Taylor
Dennis C. Taylor, Manager -
Locomotive Leasing

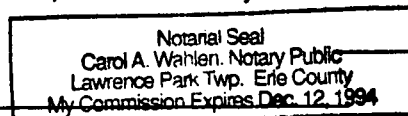
**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: C. T. Shurstad
Name: C. T. Shurstad
Title: VPT

Commonwealth of Pennsylvania }
County of Erie }

On this, the 24th day of June 1992 before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.



Carol A. Wahlen
Notary Public

My commission expires: _____

State of Colorado }

County of Jefferson }

On this, the 8th day of July, 1992, before me, the undersigned officer, personally appeared C.T. Shurstad, who acknowledged himself to be the VPT of Southern Pacific Transportation Company, a corporation, and that he as VPT, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as VPT.

In witness whereof, I hereunto set my hand and official seal.

Kimera A. Otte
Notary Public

My commission expires: February 14-1995